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LATHAM & WATKINS LLP

November 28, 2006

VIA HAND DELIVERY

Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
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FCC/MELLEN NOV 28 2006

Re: **JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR
CONSENT TO TRANSFER CONTROL OF HOLDER OF DOMESTIC
AND INTERNATIONAL SECTION 214 AUTHORIZATIONS FROM
IMPSAT FIBER NETWORKS, INC.'S AUTHORIZED U.S.
INTERNATIONAL AND DOMESTIC CARRIER SUBSIDIARY, IMPSAT
USA, INC., TO GLOBAL CROSSING LIMITED**

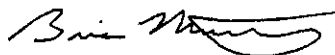
Dear Sir/Madam:

Enclosed, please find an original and four copies of the Joint International and Domestic Application for Consent to Transfer Control submitted by the above-referenced parties. Included in this package is a completed FCC Form 159 and a check in the amount of \$965.00 to cover the filing fee payment for this transfer of control.

Additionally, we are concurrently filing the attached Joint Application with the Federal Communications Commission's International Bureau.

Please stamp and return the extra copy in the enclosed, self-addressed envelope. Should you have any questions concerning this submission, kindly contact the undersigned.

Sincerely,



Brian W. Murray
of LATHAM & WATKINS LLP

Enclosures

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
IMPSAT FIBER NETWORKS, INC.,)	File No. ITC-T/C-2006_____
)	
Transferor,)	WC Docket No. _____
)	
and)	
)	
GLOBAL CROSSING LIMITED,)	
)	
Transferee,)	
)	
Application for Consent Pursuant to Section)	
214 of the Communications Act of 1934, as)	
Amended, to Transfer Control of Impsat Fiber)	
Networks, Inc.'s Authorized U.S.)	
International and Domestic Carrier)	
Subsidiary, Impsat USA, Inc., to Global)	
Crossing Limited)	

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT
TO TRANSFER CONTROL OF HOLDER OF DOMESTIC AND INTERNATIONAL
SECTION 214 AUTHORIZATIONS
(STREAMLINED PROCESSING REQUESTED)**

Global Crossing Limited ("GCL") and Impsat Fiber Networks, Inc. ("Impsat Fiber Networks" or "Impsat," and together with GCL, the "Applicants"), pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04(b), 63.24(a), seek Commission consent to the transfer of control of Impsat's wholly owned Commission-licensed U.S. subsidiary, Impsat USA, Inc. ("Impsat USA"), to GCL. Impsat USA holds blanket domestic section 214 authority pursuant to section 63.01(a) of the Commission's rules, 47 C.F.R. § 63.01(a), and four international section 214 authorizations pursuant to sections 63.18(e)(1) and 63.18(e)(2) of the

Commission's rules, 47 C.F.R. §§ 63.18(e)(1)-(2).¹ As described below, the proposed transaction serves the public interest, convenience, and necessity. Accordingly, the Commission should expeditiously grant consent to the proposed transfer of control.²

I. DESCRIPTION OF THE PARTIES

A. Impsat Fiber Networks (Transferor)

Impsat is a Delaware holding company based in Buenos Aires, Argentina. Impsat maintains a broadband network throughout Latin America, consisting of owned fiber optic and wireless links, teleports, data centers, earth stations, and leased fiber optic and satellite links. Through its subsidiaries in Argentina, Colombia, Venezuela, Ecuador, Brazil, Chile, Peru, and the United States (*i.e.*, Impsat USA), Impsat Fiber Networks provides broadband data transmission and private network integrated data and voice telecommunications services for national and multinational companies, financial institutions, foreign governmental entities, and other business customers. Through its subsidiaries, Impsat also provides wholesale services to carriers, Internet service providers ("ISPs"), and other service providers throughout Latin America and the United States (through Impsat USA). Nearly half of Impsat's stock is held by several U.S.-based investment firms,³ while the remainder is in the hands of Impsat's management and public stockholders.

¹ Impsat's international section 214 authorizations are listed in Part IV below, in response to the information requested by section 63.18(d) of the Commission's rules.

² Simultaneously with the filing of this Application, the Applicants separately have filed applications relating to the transfer of control of 17 non-common carrier earth station licenses and one cable landing license held by Impsat USA.

³ These include Morgan Stanley & Co. Incorporated (26.4 percent), UBS Securities LLC (19.0 percent), York Capital Management (12.7 percent), and SDS Capital Partners (5.3 percent).

Impsat USA, a Delaware corporation based in Florida, is Impsat's U.S. subsidiary. Impsat USA provides satellite and submarine cable-based international private line voice, data, video, and business telecommunications services between the United States and Latin America; it also provides a small amount of interstate telecommunications services incidental to its international services. In addition to its blanket domestic section 214 authorization,⁴ and four international section 214 authorizations,⁵ Impsat USA holds 17 non-common carrier earth station

⁴ 47 C.F.R. § 63.01(a).

⁵ *Impsat USA, Inc. Application for Authority to Acquire and Operate Facilities for Service to Various Overseas Points*, File No. ITC-95-434, Order, Authorization and Certificate, 10 FCC Rcd 10357 (1995), *petition for reconsideration denied*, *Impsat USA, Inc. Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Acquire and Operate Facilities for Service to Various Overseas Points*, *Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Operate as an International Resale Carrier*, Memorandum Opinion, Order, Authorization, Certificate, and Order on Reconsideration, 12 FCC Rcd 7682 (1997) (international facilities-based section 214 authority); *Impsat USA, Inc. Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Acquire and Operate Facilities for Service to Various Overseas Points*, *Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Operate as an International Resale Carrier*, File No. ITC-95-485, Memorandum Opinion, Order, Authorization, Certificate, and Order on Reconsideration, 12 FCC Rcd 7682 (1997) (international resale section 214 authority); *AT&T Corp., et al. Joint Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Construct, Acquire, and Operate Capacity in a Digital Submarine Cable System, the AMERICAS-II Cable System*, File No. ITC-98-342, File No. ITC-98-342A, Memorandum Opinion, Order and Authorization, 13 FCC Rcd 22534 (1998) (international section 214 authority to operate the AMERICAS-II cable system); *Authorization Pursuant to Section 214 of the Communications Act to Operate as a Facilities-Based Carrier in Accordance with the Provisions of Section 63.18(e)(1) of the FCC Rules and also to Provide Service in Accordance with the Provisions of Section 63.18(2)(2) of the FCC Rules*, FCC File No. ITC-97-399 (redesignated as File No. ITC-214-19970703-00372) (rel. Aug. 29, 1997) (international global facilities-based and global resale section 214 authority).

licenses and is one of several consortium members that hold a cable landing license to operate the submarine cable system called AMERICAS-II.⁶

B. GCL (Transferee)

GCL is a publicly traded, global telecommunications company organized under the laws of Bermuda, with its principal executive offices in Hamilton, Bermuda and its principal administrative offices in Florham Park, New Jersey. Through its subsidiaries, GCL owns and operates a global Internet Protocol-based fiber optic network that directly connects more than 300 cities in 29 countries, which GCL uses to provide integrated telecommunications services to some of the world's largest corporations, government agencies, and telecommunications carriers, with a particular focus on providing global data and IP services to enterprise customers. GCL's U.S. subsidiaries hold various FCC authorizations to provide telecommunications services in the U.S., including blanket domestic section 214 authorizations, international section 214 authorizations, cable landing licenses, and microwave licenses.⁷

GCL is controlled by Singapore Technologies Telemedia Pte Ltd ("ST Telemedia"), a Singapore-based investment holding company with holdings in various telecommunications and information technologies companies. ST Telemedia acquired control of GCL in December 2003

⁶ Impsat also has a 0.02% ownership stake in New World Network Holdings, Ltd., a Bermuda company, which owns and operates, together with its wholly owned operating subsidiaries, the Americas Region Caribbean Optical-Ring System ("ARCOS-1"), an undersea fiber optic cable system connecting the United States, the Caribbean Basin, and parts of Latin America. The Commission has authorized ARCOS-1 USA, Inc., a Delaware corporation indirectly wholly owned by New World Network Holdings, Ltd., to land and operate this cable system. See *ARCOS-1 USA Inc., Com Tech International Cable Corporation Telecomunicaciones Ultramarinas de Puerto Rico; Application for Authority to Modify a Cable Landing License*, Modification of Cable Landing License, 16 FCC Rcd 15781 (2001). Additional information about Impsat and Impsat USA is available on Impsat's website: <http://www.impsat.com>.

⁷ Additional information about GCL is available on its website: <http://www.globalcrossing.com>.

following Commission consent, and currently indirectly holds a 56.5 percent equity and voting interest in GCL.⁸ Through its investee companies, ST Telemedia provides fixed and mobile telecommunications (including public mobile data network, digital public trunked radio, and paging), data, and Internet services, as well as telephone equipment distribution, managed hosting, teleport, broadband cable, and video. ST Telemedia is wholly owned by Temasek Holdings (Private) Limited ("Temasek"), a Singapore-based investment holding company which in turn is wholly owned by the Minister of Finance of Singapore.⁹ ST Telemedia and its parent company are organized under the laws of the Republic of Singapore.¹⁰

The control and ownership of GCL has not changed in any material respect since the Commission approved that structure in October 2003.¹¹ At that time, the Commission specifically

⁸ See *Global Crossing Ltd. (Debtor-in-Possession), Transferor, and GC Acquisition Limited, Transferee, Applications for Consent to Transfer Control of Submarine Cable Landing Licenses, International and Domestic Section 214 Authorizations, and Common Carrier and Non-Common Carrier Radio Licenses, and Petition for Declaratory Ruling Pursuant to Section 310(b)(4) of the Communications Act*, Order and Authorization, 18 FCC Rcd 20301 ¶ 1 (2003) ("GCL Transfer Order"). ST Telemedia continues to hold its interest in GCL through two intermediate subsidiaries: STT Crossing Ltd. (which directly holds that interest) and STT Communications Ltd (the direct parent company of STT Crossing). See *id.* ¶ 7 n.27.

⁹ Temasek also controls Singapore Telecommunications Limited ("SingTel"), the dominant provider of domestic and international telecommunications services in Singapore. Though under common control, ST Telemedia and SingTel are legally separate entities and operate independently of each other, with only arms' length dealings between them.

¹⁰ Additional information about ST Telemedia is available on its website: <http://www.sttelemedia.com>.

¹¹ At the time of the *GCL Transfer Order*, ST Telemedia was wholly owned by Singapore Technologies Pte Ltd, a Singapore-based conglomerate wholly-owned by Temasek. *GCL Transfer Order* ¶ 27. On December 31, 2004, Singapore Technologies' shares of ST Telemedia were transferred to Temasek through a *pro forma* transfer of control of which the Commission was timely notified on January 28, 2005. See FCC Wireless Telecommunications Bureau, Application for Assignments of Authorization and Transfers of Control, File Number 0002027295, Exh. A (Jan. 28, 2005). In addition,

held that ST Telemedia's and Temasek's investment and interest in GCL were consistent with the public interest.¹² The Commission also conditioned its approval on GCL's compliance with the terms of a Network Security Agreement entered into with certain U.S. government agencies.¹³ That agreement remains in place, and GCL has continued to comply with it.

II. DESCRIPTION OF THE TRANSACTION

On October 25, 2006, GCL, GC Crystal Acquisition, Inc. ("GC Crystal Acquisition"), a newly established Delaware corporation and an indirect wholly owned subsidiary of GCL, and Impsat entered into an agreement and plan of merger ("Merger Agreement"). Consistent with the Merger Agreement, U.K. Holdco 2, a company to be established under United Kingdom law that will be the direct parent of GC Crystal Acquisition and an indirect, wholly owned subsidiary of GCL, will acquire, in exchange for cash and the assumption, refinance, and/or repayment of debt, all of the issued and outstanding shares of common stock of Impsat, constituting all of the voting and equity interest in Impsat. The acquisition will be effectuated through a merger of GC Crystal Acquisition with and into Impsat, with Impsat continuing as the surviving corporation under its existing name. Following the consummation of the proposed transaction, GCL thus will become the indirect parent of Impsat USA, Impsat's Commission-licensed subsidiary. The Applicants expect to close the proposed transaction by February 2007. Organizational charts depicting the pre- and post-closing ownership structures of Impsat USA are attached hereto.

III. PUBLIC INTEREST STATEMENT

Commission consent to the proposed transaction will serve the public interest. As a result of the proposed transaction, Impsat will be backed by an entity—GCL—that has

following the recent issuance of additional stock by GCL, ST Telemedia's equity and voting interest in GCL was diluted from 61.5 percent to 56.5 percent.

¹² *GCL Transfer Order* ¶ 56; *see also infra* Part III (discussing the public interest analysis).

¹³ *GCL Transfer Order* ¶ 51.

significant telecommunications experience and financial resources. This expertise and financial support will strengthen Impsat's (and by extension, Impsat USA's) financial viability and thus its ability to compete with the well-financed rival companies in the domestic and international telecommunications markets—a result that is unequivocally in the public interest.¹⁴ Such competition in turn will benefit U.S. customers, who will enjoy greater choice from among competitive services. Significantly, the proposed transaction will not adversely impact competition in the United States in any way. It also will be transparent to Impsat USA's customers, who will continue to receive service on the same general terms.

The particular ownership structure that would result from the proposed transaction is presumptively in the public interest under the Commission's rulings. The Commission has adopted an "open entry standard" for companies based in World Trade Organization ("WTO") member countries, concluding that participation by such entities in the U.S. telecommunications market promotes competition and thus can be presumed to serve the public interest.¹⁵ This presumption can only be rebutted if the Commission finds that entry will create a "very high risk to competition in the U.S. market, where [the Commission's] general safeguards and other conditions would be ineffective at preventing harm to U.S. consumers."¹⁶ In connection with

¹⁴ See, e.g., *Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations by Time Warner Inc. and America Online Inc., Transferors, to AOL Time Warner Inc., Transferee*, Memorandum Opinion and Order, 16 FCC Rcd 6547 ¶ 21 (2001) ("To find that a merger is in the public interest, therefore, the Commission must 'be convinced that it will enhance competition.'" (quoting *Applications of NYNEX Corp. Transferor, and Bell Atlantic Corp. Transferee, for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries*, Memorandum Opinion and Order, 12 FCC Rcd 19985 ¶ 2 (1997))).

¹⁵ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market*, Report and Order and Order on Reconsideration, 12 FCC Rcd 23891 ¶¶ 13, 29 (1997).

¹⁶ *Id.* ¶ 51.

that evaluation, the Commission may also solicit input from the Executive Branch regarding any concerns it may have.¹⁷

Commission precedent requires the Commission to presume that the participation of GCL and its parent companies in the U.S. market (through their indirect control of Impsat USA) serves the public interest. Under the Commission's "principal place of business" test,¹⁸ the "home markets" of GCL,¹⁹ its parent companies ST Telemedia and Temasek,²⁰ and the

¹⁷ *Id.* ¶¶ 61-66; *see also id.* ¶ 63 ("We emphasize, however, that we expect national security, law enforcement, foreign policy and trade policy concerns to be raised only in very ra[r]e circumstances.").

¹⁸ *Id.* ¶ 116. To determine a company's principal place of business (or home market), the Commission identifies and balances five factors: (1) the country of the company's incorporation, organization, or charter; (2) the nationality of the investment principals, officers, and directors; (3) the country in which the company is located; (4) the country in which the majority of its tangible property is located; and (5) the country from which the company derives the greatest sales and revenues from its operations. *Id.* (citing *Market Entry and Regulation of Foreign-Affiliated Entities*, Report and Order, 11 FCC Rcd 3873 ¶ 207 (1995)).

¹⁹ GCL's home market is either the United States or Bermuda. GCL is incorporated in Bermuda, which the Commission considers a WTO Member country for purposes of the home market test. *See GCL Transfer Order* ¶ 25 (citing *Cable & Wireless USA, Inc., Application for Authority to Operate as a Facilities-Based Carrier in Accordance with the Provisions of Section 63.18(e)(4) of the Rules Between the United States and Bermuda*, Order, Authorization and Certificate, 15 FCC Rcd 3050 ¶ 7 (2000)). GCL's investment principals are from the U.S. or Singapore (a WTO Member country), but the majority of its officers and directors are U.S. citizens. While GCL's Bermuda office is the headquarters for its holding company activities, the majority of GCL's (and its subsidiaries') tangible property is located in the U.S. Finally, GCL derives its greatest sales and revenues from its U.S. operations.

²⁰ The home market of both ST Telemedia and Temasek is Singapore, as the Commission previously has found. *See GCL Transfer Order* ¶ 27. Temasek is incorporated and headquartered in Singapore; its investment principal and substantially all of its officers and directors are Singaporean; the majority of its total assets is located in Singapore; and the majority of its sales and revenues is generated from its Singapore operations. ST Telemedia is incorporated and headquartered in Singapore. Its investment principal and a majority of its officers and directors are Singaporean. ST Telemedia is an investment holding company. The majority of its tangible property is held, and the majority of its sales and revenues is generated, by its investee companies, which are located in various WTO Member countries.

intermediate subsidiaries through which these companies will indirectly control Impsat USA,²¹

The home market of STT Communications Ltd, a direct subsidiary of ST Telemedia that indirectly holds ST Telemedia's interest in GCL, is Singapore. STT Communications Ltd is incorporated and headquartered in Singapore, and its investment principal (ST Telemedia) as well as the majority of its officers and directors are Singaporean. It is an investment holding company. The majority of its tangible property is held, and the majority of its sales and revenues is generated, by its investee companies, which are located in various WTO Member countries. The home market of STT Crossing Ltd. (ST Telemedia's indirect, wholly owned subsidiary that directly holds ST Telemedia's interest in GCL), is either Singapore or Mauritius (a WTO Member country), as the Commission previously found. *See id.* ¶ 27 n.107. STT Crossing Ltd. is incorporated and headquartered in Mauritius, its investment principal is Singaporean and a majority of its officers and directors are citizens of either Singapore or Mauritius. It is an investment holding company that holds ST Telemedia's investment in GCL, which in turn has the majority of its tangible property in, and derives its greatest sales and revenues from, the United States.

- ²¹ The home market of GC Crystal Acquisition is either the United States or other countries that are Members of the WTO. GC Crystal Acquisition is a newly established company under Delaware law; it is headquartered in Delaware; its investment principals, officers, and directors are, or are expected to be, citizens of WTO Member countries (specifically, the United Kingdom and Bermuda); and most of its tangible property will be located in, and its largest source of revenue will be derived from, the countries in which Impsat operates (Argentina, Colombia, Venezuela, Ecuador, Brazil, Chile, Peru, and the United States).

GC Crystal Acquisition ultimately will be owned by two companies to be established under United Kingdom law. Specifically, GC Crystal Acquisition will be a direct, wholly owned subsidiary of U.K. Holdco 2, which in turn will be a direct, wholly owned subsidiary of U.K. Holdco 1. The home market of U.K. Holdco 1 and U.K. Holdco 2 will be the United Kingdom or other countries that are Members of the WTO. Both companies will be established under United Kingdom law and headquartered in the United Kingdom. Their investment principals, officers, and directors are expected to be citizens of WTO Member countries (specifically, the United Kingdom and Venezuela), and most of their tangible property will be located in, and their largest source of revenue will be derived from, the countries in which Impsat operates (Argentina, Colombia, Venezuela, Ecuador, Brazil, Chile, Peru, and the United States).

The home market of GC International Networks Ltd., Impsat's indirect parent company (and U.K. Holdco 1's direct parent company) following the merger, is Bermuda or other WTO Member countries. GC International Networks Ltd. is incorporated in Bermuda; its investment principals, directors, and officers are citizens of WTO Member countries (the United Kingdom and Bermuda); and it is headquartered in Bermuda. It is a holding company. The majority of its tangible property is held, and the majority of its sales and revenues is generated, by its subsidiaries located in the United Kingdom and various Latin American countries that are Members of the WTO (specifically, Argentina, Bermuda, Brazil, Chile, Costa Rica, Mexico, Panama, Peru, and Venezuela).

are all WTO Member countries. Indeed, the Commission has previously found that the home market of GCL's parent companies, ST Telemedia and Temasek, is Singapore, a WTO Member country,²² which in 2003 entered into a Free Trade Agreement with the United States.²³ The Commission likewise has found that GCL's home markets are in WTO Member countries.²⁴ As noted above, the Executive Branch also has entered into a Network Security Agreement with GCL and ST Telemedia to address any national security and law enforcement concern.²⁵ For these reasons, the Commission previously concluded that the involvement of each of these

GC International Networks Ltd. is a direct, wholly owned subsidiary of South American Crossing Holdings Limited, which in turn is a direct, wholly owned subsidiary of Global Crossing Holdings Limited. The home market of South American Crossing Holdings Limited and Global Crossing Holdings Limited is either Bermuda or other WTO Member countries. Both of these entities are incorporated in Bermuda; their investment principals, directors, and officers are citizens of WTO Member countries (the United Kingdom and Bermuda); and they are headquartered in Bermuda. They are holding companies. The majority of their tangible property is held, and the majority of their sales and revenues is generated, by their subsidiaries located in various European and Latin American countries that are Members of the WTO (specifically, Germany, the Netherlands, the United Kingdom, and the Latin American countries listed above in connection with GC International Networks Ltd.). The Commission previously found that the home market of Global Crossing Holdings Limited is Bermuda or countries that are WTO Members. *See id.* ¶ 25 n.103.

²² *Id.* ¶ 27. The Commission also determined that the government of Singapore's indirect investment in GCL was properly treated as an investment from a WTO Member country, since Singapore is a member of the WTO. *See id.* ¶ 27 n.112.

²³ *See generally* United States-Singapore Free Trade Agreement, May 6, 2003, *available at* http://www.ustr.gov/assets/Trade_Agreements/Bilateral/Singapore_FTA/Final_Texts/asset_upload_file708_4036.pdf.

²⁴ *GCL Transfer Order* ¶ 25 (determining that GC Acquisition Limited, which later changed its name to GCL, would "principally . . . conduct its business in countries that are WTO Members"); *Global Crossing Ltd. and Frontier Corporation, Applications for Transfer of Control Pursuant to Sections 214 and 310(d) of the Communications Act, as Amended*, Memorandum Opinion and Order, 14 FCC Rcd 15911 ¶ 16 (1999) (finding, prior to its 2000 decision deeming Bermuda a WTO Member, that "it is clear that Global Crossing's business is principally conducted in countries that are members of the WTO").

²⁵ *GCL Transfer Order* ¶¶ 46-51.

entities in the U.S. telecommunications market was in the public interest, and that there were no countervailing competitive harms to rebut that conclusion.²⁶

Nothing has changed in the last three years to warrant a different result now. Moreover, GCL requests that the Commission condition grant of this Application on compliance with the terms of the Network Security Agreement.²⁷ Accordingly, the Commission should presume that the proposed foreign ownership of Impsat is in the public interest and should consent to the proposed transfer of control.

IV. INFORMATION REQUIRED BY SECTION 63.18

Pursuant to section 63.24(e)(2) of the Commission's rules, the Applicants provide the following information requested by section 63.18:

- (a) The name, address, and telephone number of the transferor is:

Impsat Fiber Networks, Inc.
Elvira Rawson de Dellepiane 150
Piso 8
C1107 BCA
Buenos Aires, Argentina
011-54-11-5170-0000

The name, address, and telephone number of the transferee is:

Global Crossing Limited
Wessex House
45 Reid Street
Hamilton HM12
Bermuda
(441) 296-8600

²⁶ *Id.* ¶¶ 25-32.

²⁷ The Applicants have commenced discussions with the Executive Branch agencies regarding the manner in which Impsat and Impsat USA will be included under the existing Network Security Agreement, as well as any concerns those agencies may have relating to the potential national security and law enforcement implications of the proposed transaction. The Applicants will inform the Commission of the outcome of those discussions.

(b) Impsat is a corporation organized under the laws of the State of Delaware. GCL is a company organized under the laws of Bermuda.

(c) Correspondence concerning this Application should be sent to the following:

For Impsat and Impsat USA:

Johanna Ravelo
General Counsel
Impsat USA, Inc.
2040 North Dixie Highway
Wilton Manors, Florida 33305
(954) 779-7171 ext. 3120

With a copy to:

Wayne D. Johnsen
Chin Kyung Yoo
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, D.C. 20006
(202) 719-7000
Counsel to Impsat Fiber Networks, Inc.

For GCL:

Paul Kouroupas
Security Officer & Vice President, Regulatory Affairs
Global Crossing Limited
200 Park Avenue, Suite 300
Florham Park, New Jersey 07932
(973) 937-0100

With a copy to:

Teresa D. Baer
Brian W. Murray
Latham & Watkins LLP
555 11th Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 637-2200
Counsel to Global Crossing Limited

(d) Impsat Fiber Networks has not previously received authority under section 214 of the Act. Its subsidiary, Impsat USA, has previously received section 214 authorization from the Commission, including international facilities-based section 214 authority,²⁸ international resale section 214 authority,²⁹ international global facilities-based and global resale section 214 authority,³⁰ and international section 214 authority to operate the AMERICAS-II cable system.³¹ Impsat USA also holds blanket domestic section 214 authority.³²

GCL has not previously received authority under section 214 of the Act. Its U.S. subsidiaries hold the following international section 214 authorizations:³³

²⁸ *Impsat USA, Inc. Application for Authority to Acquire and Operate Facilities for Service to Various Overseas Points*, File No. ITC-95-434, Order, Authorization and Certificate, 10 FCC Rcd 10357 (1995), *petition for reconsideration denied*, *Impsat USA, Inc. Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Acquire and Operate Facilities for Service to Various Overseas Points*, *Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Operate as an International Resale Carrier*, Memorandum Opinion, Order, Authorization, Certificate, and Order on Reconsideration, 12 FCC Rcd 7682 (1997).

²⁹ *Impsat USA, Inc. Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Acquire and Operate Facilities for Service to Various Overseas Points*, *Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Operate as an International Resale Carrier*, File No. ITC-95-485, Memorandum Opinion, Order, Authorization, Certificate, and Order on Reconsideration, 12 FCC Rcd 7682 (1997).

³⁰ *Authorization Pursuant to Section 214 of the Communications Act to Operate as a Facilities-Based Carrier in Accordance with the Provisions of Section 63.18(e)(1) of the FCC Rules and also to Provide Service in Accordance with the Provisions of Section 63.18(2)(2) of the FCC Rules*, FCC File No. ITC-97-399 (rel. Aug. 29, 1997).

³¹ *AT&T Corp., et al. Joint Application for Authorization Pursuant to Section 214 of the Communications Act of 1934, as Amended, to Construct, Acquire, and Operate Capacity in a Digital Submarine Cable System, the AMERICAS-II Cable System*, File No. ITC-98-342, File No. ITC-98-342A, Memorandum Opinion, Order and Authorization, 13 FCC Rcd 22534 (1998).

³² 47 C.F.R. § 63.01(a).

³³ In addition, StarHub, Inc., a subsidiary of ST Telemedia's indirect subsidiary StarHub Ltd., holds two international section 214 authorizations under which it provides "carrier's

Licensee	Authorizations
Budget Call Long Distance, Inc.	ITC-94-031
Global Crossing Bandwidth, Inc.	ITC-91-193
Global Crossing Government Markets USA, Inc.	ITC-214-20011106-00560
Global Crossing Holdings USA, Inc.	ITC-214-19990412-00202
Global Crossing North American Networks, Inc.	ITC-94-381; ITC-94-320; ITC-91-077; ITC-93-186
Global Crossing Telecommunications, Inc.	ITC-85-126; ITC-87-179; ITC-88-152; ITC-88-013; ITC-87-113; ITC-95-295; ITC-214-19960530-00220; ITC-214-19960621-00265; ITC-214-19960715-00309; ITC-214-19960729-00351
International Optical Network, L.L.C.	ITC-214-19980520-00334
Racal Telecommunications Inc.	ITC-214-19970717-00410

Responses (e) through (g) are not applicable to this Application.

(h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of Impsat and Impsat USA following consummation of the proposed transaction:

carrier" services. See File Nos. ITC-214-20000731-00473, ITC-214-20000731-00474 (granted Aug. 30, 2000). SingTel's U.S. subsidiary, Singapore Telecom USA, Inc., also holds international section 214 authority to provide global switched resale services. See File Nos. ITC-214-19981005-00680 (granted Nov. 20, 1998), ITC-214-19981005-00681 (granted Nov. 20, 1998), ITC-214-19981118-00807 (granted Mar. 26, 1999), and ITC-214-19981118-00807 (granted Jan. 8, 1999). The following GCL subsidiaries hold blanket domestic section 214 authority: Budget Call, Global Crossing Bandwidth, Global Crossing Local Services, Global Crossing North American Networks, and Global Crossing Telecommunications. The following GCL subsidiaries hold cable landing licenses: GT Landing Corp., MAC Landing Corp., Global Crossing Latin American & Caribbean Co., and GT Landing II Corp. In addition, GCL subsidiaries Global Crossing North American Networks and Equal Access Networks Inc. hold various radio licenses.

U.K. Holdco 2

Address: 1 London Bridge, London SE1 9BG, England
Citizenship: United Kingdom
Principal Business: Holding company
Relationship: To be 100 percent owner of Impsat

U.K. Holdco 1

Address: 1 London Bridge, London SE1 9BG, England
Citizenship: United Kingdom
Principal Business: Holding company
Relationship: To be 100 percent owner of U.K. Holdco 2

GC International Networks Ltd.

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: To be 100 percent owner of U.K. Holdco 1

South American Crossing Holdings Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: 100 percent owner of GC International Networks Ltd.

Global Crossing Holdings Limited

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Holding company
Relationship: 100 percent owner of South American Crossing Holdings Limited

Global Crossing Limited ("GCL")

Address: Wessex House, 45 Reid Street, Hamilton HM12, Bermuda
Citizenship: Bermuda
Principal Business: Telecommunications
Relationship: 100 percent owner of Global Crossing Holdings Limited

STT Crossing Ltd. ("STT Crossing")

Address: 10 Frere Felix de Valois Street, Port Louis, Mauritius
Citizenship: Mauritius
Principal Business: Holding company
Relationship: 56.5 percent owner of GCL

Fidelity Management & Research Co.

Address: 82 Devonshire Street, Boston, Massachusetts 02109

Citizenship: United States

Principal Business: Investment firm

Relationship: 10.0 percent owner of GCL

STT Communications Ltd ("STT Communications")

Address: 51 Cuppage Road #10-11/17, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Holding company

Relationship: 100 percent owner of STT Crossing

Singapore Technologies Telemedia Pte Ltd ("ST Telemedia")

Address: 51 Cuppage Road #10-11/17, StarHub Centre, Singapore 229469

Citizenship: Singapore

Principal Business: Telecommunications and information technologies

Relationship: 99.99 percent owner of STT Communications³⁴

Temasek Holdings (Private) Limited ("Temasek")

Address: 60B Orchard Road #06-18, The Atrium@Orchard, Singapore 238891

Citizenship: Singapore

Principal Business: Investment holding company

Relationship: 100 percent owner of ST Telemedia

GCL, the transferee, has no other ten percent or greater shareholders.³⁵

With respect to interlocking directorates, three current directors of GCL are also directors of foreign carriers. Specifically, Robert Jay Sachs, Peter Seah Lim Huat, and Lee Theng Kiat are each directors of StarHub Ltd ("StarHub"), a Singapore telecommunications carrier, and Peter

³⁴ The remaining 0.01 percent of STT Communications' shares are held by current members of ST Telemedia's management, all of whom are citizens of Singapore, as nominees of ST Telemedia.

³⁵ Richard Rainwater, a U.S. citizen, holds an approximate 5.9 percent equity and voting interest in GCL. Entities controlled by Carlos Slim Helu, a Mexican citizen, hold an approximate 4.0 percent equity and voting interest. A number of U.S.-based investment firms have equity and voting interests of at least 1.0 percent: DuPont Pension Trust (3.7 percent); DuPont Capital Management (3.2 percent); Adage Capital Advisors LLC (1.8 percent); Fred Alger Management, Inc. (1.5 percent); Knightsbridge Asset Management LLC (1.2 percent); TCS Capital Management LLC (1.1 percent); Kingdon Capital Management LLC (1.0 percent). Senior officers and directors of GCL also hold equity and voting interests, as follows: 1.45 percent (U.S. citizenship), 0.36 percent (Singapore citizenship), 0.19 percent (Venezuelan citizenship), 0.06 percent (Belgian citizenship), and 0.02 percent (Dutch citizenship).

Seah Lim Huat and Lee Theng Kiat are each commissioners (equivalent to a director) of PT Indosat Tbk ("Indosat"), an Indonesian telecommunications carrier. The directors of Impsat following its merger with GC Crystal Acquisition have not yet been selected. The Applicants will advise the Commission of any additional interlocking directorates promptly following consummation of the proposed transaction.

(i) Impsat and GCL certify that they are not foreign carriers within the meaning of section 63.09(d) of the Commission's rules. They certify that they are affiliated, within the meaning of section 63.09(e) of the Commission's rules, with foreign carriers that provide telecommunications services in the countries listed below. After the proposed transaction, Impsat will become affiliated with the current foreign carrier affiliates of GCL, and GCL will become affiliated with the current foreign carrier affiliates of Impsat. Otherwise, Impsat's and GCL's foreign carrier affiliations will not change as a result of the proposed transaction.

Impsat: Argentina, Brazil, Chile, Colombia, Ecuador, Peru, and Venezuela.

GCL and Related Entities: Argentina, Australia, Bangladesh, Belgium, Bermuda, Brazil, Canada, Chile, Czech Republic, Denmark, France, Germany, Hong Kong, Hungary, India, Indonesia, Ireland, Italy, Japan, Korea, Malaysia, Mauritius, Mexico, the Netherlands, Norway, Panama, Peru, Philippines, Singapore, Spain, Sweden, Switzerland, Taiwan, Thailand, the United Kingdom, Uruguay, and Venezuela.

(j) The Applicants certify that, following the consummation of the proposed transaction, the Applicants will seek to provide international telecommunications services to the destination countries listed below, where the Applicants control a foreign carrier in that country or where any entity that owns more than 25 percent of the Applicants, or that controls an Applicant, controls a foreign carrier in that country:

1. Entities Controlled by Impsat or Its Affiliates

Destination Country	Company
Argentina	Impsat S.A.
Brazil	Impsat Comunicacoes Ltda.
Chile	Impsat Chile S.A.
Colombia	Impsat S.A.
Ecuador	Impsatel del Ecuador S.A.
Peru	Impsat Peru S.A.
Venezuela	Telecomunicaciones Impsat S.A.

2. Entities Controlled by GCL or Its Affiliates

a. GCL

Destination Country	Company
Argentina	GC SAC Argentina S.R.L.
Australia	Global Crossing Australia Pty. Limited
Belgium	GC Pan European Crossing Belgie b.v.b.a/s.p.r.l
Brazil	SAC Brasil S.A.
Canada	Global Crossing Telecommunications Canada Ltd.
Chile	SAC Chile S.A.
Czech Republic	Global Crossing PEC Czech s.r.o.
Denmark	Global Crossing PEC Danmark ApS
France	GC Pan European Crossing France S.A.R.L.
Germany	GC Landing Co. GmbH Global Crossing PEC Deutschland GmbH
Hong Kong	Global Crossing Hong Kong Limited

Destination Country	Company
Hungary	GC Hungary Holdings Vagyonkezele Korlatolt Felelossegu Tarsasag
Ireland	Global Crossing Ireland Limited
Italy	Global Crossing PEC Italia s.r.l.
Japan	Global Crossing Japan K.K.
Mexico	Global Crossing Landing Mexicana S. de R.L.
Netherlands	GT Netherlands B.V. Global Crossing PEC Nederland B.V.
Norway	GC Pan European Crossing Norge As
Panama	Global Crossing Panama Inc. PAC Panama S.A.
Peru	SAC Peru S.R.L.
Singapore	Global Crossing Singapore Pte. Ltd.
Spain	GC Pan European Crossing España S.A.
Sweden	Global Crossing Sverige A.B.
Switzerland	Global Crossing PEC Switzerland GmbH
United Kingdom	GT UK Ltd. GC Pan European Crossing U.K. Ltd. Global Crossing (UK) Telecommunications Ltd.
Uruguay	SAC Argentina S.R.L.
Venezuela	Global Crossing Venezuela B.V. Pan American Crossing Landing B.V.

b. ST Telemedia

Destination Country	Company
Bangladesh	ST Teleport Pte Ltd
Indonesia	PT Indosat Tbk ("Indosat")
Malaysia	N-Wave Telecoms Sdn. Bhd.
Singapore	Digital Network Access Communications Pte Ltd NexWave Telecoms Pte. Ltd. ST Teleport Pte Ltd StarHub Mobile Pte Ltd StarHub Ltd TeleChoice International Limited

c. SingTel³⁶

Destination Country	Company
Australia	Optus Mobile Pty Limited Optus Networks Pty Limited Optus Telephony Pty Limited Optus Vision Pty Limited Simplus Mobile Pty Limited Singapore Telecom Australia Pty Limited Ue Access Pty Limited Unite.Com Pty Limited Virgin Mobile (Australia) Pty Limited XYZed LMDS Pty Limited XYZed Pty Limited
Hong Kong	APT Satellite Telecommunications Limited GB21 (Hong Kong) Limited Singapore Telecom Hong Kong Limited
Japan	Singapore Telecom Japan Co Ltd
Korea	Singapore Telecom Korea Ltd

³⁶ The information relating to SingTel and its subsidiaries is based on GCL's reasonable due diligence, including its review of publicly available sources of information. ST Telemedia has only arms' length dealings with SingTel and does not have direct access to SingTel for information on its investments and operations.

Destination Country	Company
Malaysia	Singapore Telecom (Malaysia) Sdn Bhd Sudong Sdn Bhd
Mauritius	Network i2i Limited
Singapore	Digital Network Access Communications Pte Ltd INS Holdings Pte Ltd NCS Communications Engineering Pte. Ltd. Singapore Telecom Mobile Pte Ltd Singapore Telecommunications Ltd ("Singtel") SingTelSat Pte Ltd Subsea Network Services Pte Ltd
Taiwan	SingTel Taiwan Limited
United Kingdom	SingTel (Europe) Limited

(k) Each country listed in response to section 63.18(j) is a Member of the World Trade Organization.

(l) To the extent the Applicants propose to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where they are affiliated with a foreign carrier, the Applicants certify that, with the exception of Indonesia³⁷ and Singapore,³⁸ their affiliated carriers lack 50 percent market

³⁷ GCL previously agreed to be classified as dominant under section 63.10 of the Commission's rules with respect to Indosat, a provider of international telecommunications services in Indonesia, at a time when the International Bureau listed Indosat as a foreign carrier presumed to possess market power in a foreign telecommunications market. *GCL Transfer Order* ¶¶ 7, 41-45. However, Indosat no longer appears on that list. *See The International Bureau Revises and Reissues the Commission's List of Foreign Telecommunications Carriers That Are Presumed to Possess Market Power in Foreign Telecommunications Markets*, Public Notice, DA 04-1584, at 5 (rel. May 28, 2004). GCL does not in this Application request a change in this status, although it reserves its right to petition for reclassification at a later time.

³⁸ The Commission presumes that SingTel has market power in the Singapore market. *See The International Bureau Revises and Reissues the Commission's List of Foreign*

share in the international transport and local access markets on the foreign end of the route and therefore should presumptively be classified as non-dominant with respect to those routes. With respect to Indonesia and Singapore, where ST Telemedia controls Indosat and is affiliated with SingTel, Impsat USA certifies that it will file the quarterly traffic reports required by section 43.61(c).

(m) As noted above, with the exception of Indosat in Indonesia and SingTel in Singapore, all of the foreign carriers with which the Applicants are affiliated lack 50 percent market share in the international transport and the local access markets on the foreign end of the route. Under section 63.10(a)(3), Impsat USA therefore should presumptively be classified as non-dominant as to those routes. With respect to the U.S.-Singapore route, the Applicants agree to be classified as dominant under section 63.10 of the Commission's rules, without prejudice to their right to petition for reclassification at a later date. With respect to the U.S.-Indonesia route, GCL previously agreed to be classified as dominant under section 63.10 and the Applicants likewise reserve their right to petition for reclassification at a later date.

(n) The Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o) The Applicants certify, pursuant to sections 1.2001 through 1.2003 of the Commission's rules, that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a.

(p) This Application is eligible for streamlined processing pursuant to section 63.12(c)(ii) and (iv-vi) of the Commission's rules.³⁹ Although the Applicants will be affiliated with a foreign carrier in each of the countries listed in response to item (i) above, each of the foreign carrier affiliates in those countries—with the exceptions of Indonesia and Singapore—is presumed to be non-dominant pursuant to section 63.10(a)(3) of the Commission's rules because it lacks sufficient market power on the foreign end of the relevant routes to affect competition adversely in the U.S. Specifically, each of the foreign carriers possesses significantly less than 50 percent market share in the international transport and local access markets on the foreign end of each route. With regard to GCL's affiliate in Indonesia, a WTO Member country, GCL previously agreed to be classified as dominant on the U.S.-Indonesia route under section 63.10 of the Commission's rules, and the Applicants do not seek reclassification at this time. With regard to GCL's affiliate in Singapore, also a WTO Member country, the Applicants agree to be classified as dominant on the U.S.-Singapore route, without prejudice to their right to petition for reclassification at a later date. Moreover, in the 2003 *GCL Transfer Order*, the Commission authorized the same entity with the same ultimate ownership—GCL—to provide the applied-for services on the affiliated destination routes, and the Applicants agree to be subject to all of the conditions to which GCL is already subject for its previous service on those routes. Pursuant to section 63.12(a) of the Commission's rules, the Commission therefore should grant the

³⁹ If for any reason the Commission denies streamlined processing, the Applicants hereby request expedited review and processing of this Application to maximize the benefits to consumers. The Applicants have sought to structure the proposed transaction so that it will proceed as quickly as possible, thus accelerating its beneficial consequences for consumers. Moreover, as noted above, the Applicants expect to close the proposed transaction by February 2007. The public interest therefore supports completing the review process as soon as possible.

international section 214 portion of this Application fourteen days after the date of public notice listing this Application as accepted for filing.

V. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04

Pursuant to section 63.04(b) of the Commission's rules, the Applicants submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

(6) As set forth above, this Application seeks Commission consent to the transfer of control of Impsat USA to GCL. On October 25, 2006, GCL, GC Crystal Acquisition, Inc. ("GC Crystal Acquisition"), a newly established Delaware corporation and an indirect wholly owned subsidiary of GCL, and Impsat entered into an agreement and plan of merger ("Merger Agreement"). Consistent with the Merger Agreement, U.K. Holdco 2, a company to be established under United Kingdom law that will be the direct parent of GC Crystal Acquisition and an indirect, wholly owned subsidiary of GCL, will acquire, in exchange for cash and the assumption, refinance, and/or repayment of debt, all of the issued and outstanding shares of common stock of Impsat, constituting all of the voting and equity interest in Impsat. The acquisition will be effectuated through a merger of GC Crystal Acquisition with and into Impsat, with Impsat continuing as the surviving corporation under its existing name. Following the consummation of the proposed transaction, GCL thus will become the indirect parent of Impsat USA, Impsat's Commission-licensed subsidiary.

(7) Impsat's U.S. subsidiary, Impsat USA, provides a small amount of interstate telecommunications services incidental to its international telecommunications services. The jurisdictions in which Impsat USA currently provides domestic interstate telecommunications service are California, Colorado, District of Columbia, Florida, Georgia, Illinois, Indiana, Michigan, New Jersey, New York, Ohio, Pennsylvania, Puerto Rico, Tennessee, Texas, and

Wisconsin.⁴⁰ GCL's U.S. subsidiaries provide domestic resold and facilities-based interstate telecommunications services on a retail and wholesale basis nationwide.

(8) This Application is eligible for presumptive streamlining treatment pursuant to section 63.03(b)(2)(i) of the Commission's rules.⁴¹ Following the proposed transaction, GCL (including any affiliated entity or entities within the meaning of section 3(1) of the Act⁴²), as the transferee, will have less than a 10 percent market share in the interstate, interexchange market and will provide competitive telephone exchange or exchange access services (if at all) exclusively in geographic areas already served by a dominant carrier that is not a party to this transaction. Further, neither GCL nor Impsat (nor any affiliate of either) is dominant in the provision of any domestic service.

(9) Simultaneously with the filing of this Application, the Applicants are filing individual applications relating to 17 non-common carrier earth station licenses and a cable landing license.

(10) Aside from the request for streamlined processing discussed above, the Applicants do not seek special consideration of this Application.

(11) No waiver requests are being filed in conjunction with the transaction.

(12) Grant of this Application will serve the public interest, convenience and necessity because the proposed transaction will strengthen Impsat USA's ability to compete in the U.S. international services market. As a result of the proposed transaction, Impsat will be backed by several entities—primarily by GCL, and indirectly by ST Telemedia and Temasek—that each

⁴⁰ Revenues from Impsat USA's provision of such domestic interstate telecommunications services represent less than 1 percent of Impsat USA's total domestic and international telecommunications revenues.

⁴¹ 47 C.F.R. § 63.03(b)(2)(i).

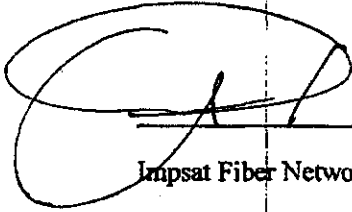
⁴² See 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3).

have significant telecommunications experience and financial resources. This expertise and financial support will strengthen Impsat's (and by extension, Impsat USA's) financial viability, and thus its ability to compete with well-financed rival companies—a result that is clearly in the public interest. Such competition will in turn benefit U.S. customers, who will enjoy greater choice from among competitive services. Significantly, the proposed transaction will not adversely impact competition in the United States in any way. It also will be transparent to Impsat USA's customers, who will continue to receive the same service on the same general terms. Moreover, only three years ago, in the *GCL Transfer Order*, the Commission found that the general ownership structure proposed in the Application was presumptively in the public interest, and nothing has changed since that time to warrant a different result. Accordingly, grant of this Application will serve the public interest, convenience, and necessity.

CONCLUSION

For these reasons, Impsat and GCL respectfully request that the Commission consent to the proposed transfer of control of Impsat to GCL as expeditiously as possible, conditioned on compliance with the terms of the Network Security Agreement.

Respectfully submitted,



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Counsel to Impsat Fiber Networks, Inc.

Date: November 28, 2006

Global Crossing Limited

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(973) 937-0100

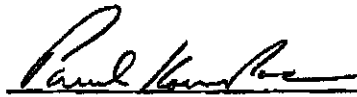
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Washington, D.C. 20004
(202) 637-2200

Counsel to Global Crossing Limited

CONCLUSION

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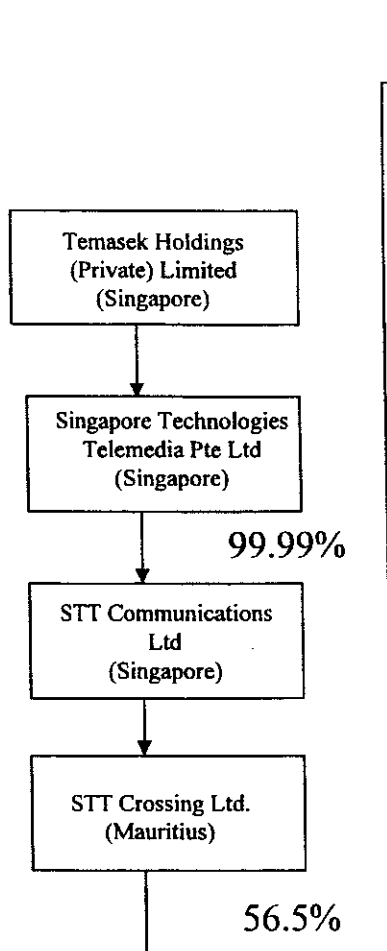
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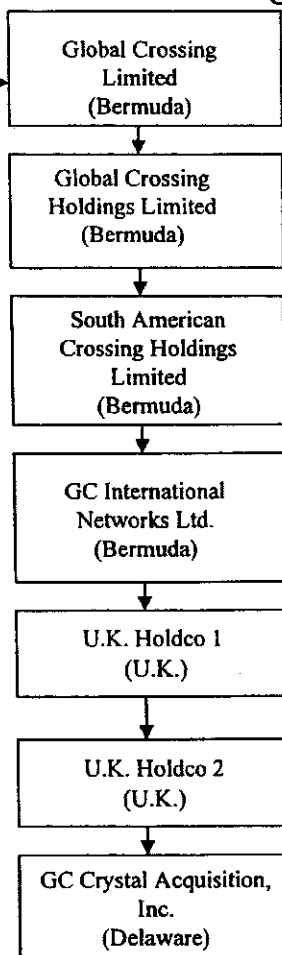
Pre-Merger Corporate Structure



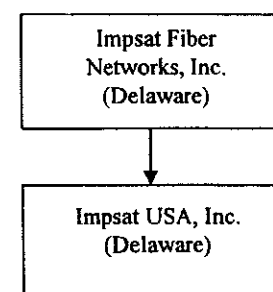
ST Telemedia



Global Crossing



Impsat

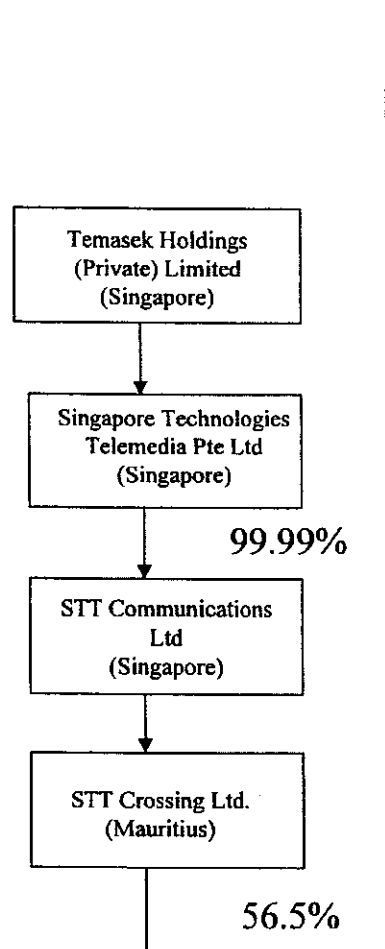


Note: All ownership interests are 100% unless otherwise indicated

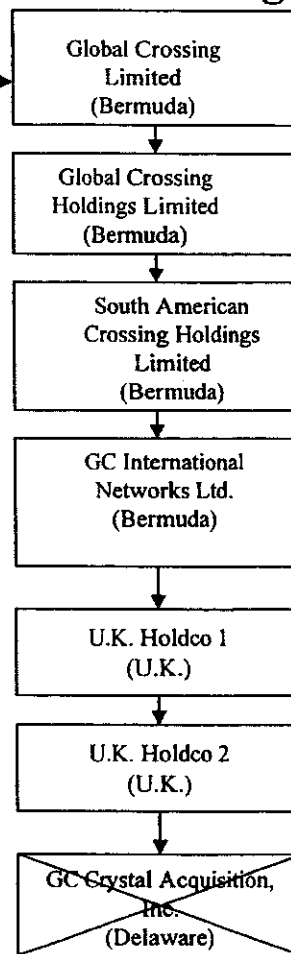
Post-Merger Corporate Structure



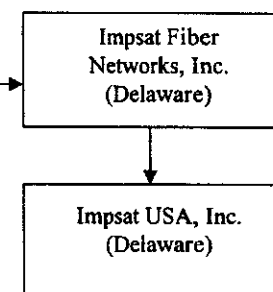
ST Telemedia



Global Crossing



Impsat



Note: All ownership interests are 100% unless otherwise indicated

STAMP
AND
RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION		FCC USE ONLY	
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) GLOBAL CROSSING LIMITED		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 1080 PITTSFORD-VICTOR ROAD			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY PITTSFORD		(7) STATE NY	(8) ZIP CODE 14534
(9) DAYTIME TELEPHONE NUMBER (include area code) (585)255-1429		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0015528094		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

Voucher #	Invoice #	Date	Invoice Amount	Invoice Description	Amount Paid
1834511	14129 11/21/06A	11/21/06	965.00		965.00
Ref Id:					
Acct. Loc. DC	Vendor # 006797	Vendor Name FEDERAL COMMUNICATIONS	Date of Payment 11/21/06	Check # 323667	Amount Paid 965.00

Latham & Watkins LLP Attorneys at Law Washington, D.C. Operating Account 555 Eleventh Street, N.W., Suite 1000 Washington, D.C. 20004-1004 Telephone (202) 637-2200 EIN 95-2018373		Company P.O. P.O. Box 18867 Washington, D.C. 20060-6867	Check No. 115216 Check No. 32567
PAY ONLY: Nine Hundred Sixty-Five and 00/100 Dollar		Check Amount \$*****965.00	
VOID 6 MONTHS AFTER ISSUE DATE		VOID 6 MONTHS AFTER ISSUE DATE	
PAY TO THE ORDER OF: FEDERAL COMMUNICATIONS COMMISSION		[Signature]	
⑈ 3 2 3 6 6 7 ⑈ ⑈ 2 5 4 0 7 0 1 1 6 ⑈ ⑈ 6 0 4 2 3 2 4 2 ⑈			

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Locations

Current schedule

Select a session:

Fall/Winter 2006-2007 Schedule (11/27/2006 - 02/03/2007)

	Mon	Tues	Wed	Thurs	Fri	Sat
Tumbles Squeakers 4 months to 10 months	05:15 PM					
Open Gym 4 months to 9 years		02:00 PM	02:00 PM	12:30 PM		
Tumbles Wobblers 11 months to 18 months	09:00 AM	12:45 PM	10:15 AM	09:00 AM	10:15 AM	
Tumbles Wigglers 19 months to 2.5 years	11:30 AM	09:00 AM		10:00 AM 06:00 PM	09:00 AM	
Tumbles Wigglers/Tumbles Twos 19 months to 3 years					11:15 AM	09:00 AM
Sibling Class 1.5 years to 4 years			12:45 PM			
Tumbles Twos 2.5 years to 3 years			09:00 AM	11:15 AM		
JWT Stompers 3 years to 4.5 years	04:00 PM 10:00 AM	11:30 AM		03:30 PM	01:45 PM	10:15 AM
JWT Jumpers/JWT Tumblers 4.5 years to 7 years		10:15 AM 03:30 PM		04:45 PM		

Ashburn, Virginia
43150 Broadlands Center
Suite 184
Ashburn, VA 20148
703-729-3880

[Announcements](#)

Current schedule

[E-mail this location](#)

JWT Sporty Kids <i>5 years</i> to 8 years		05:00 PM				
JWT Tumblers 5.5 years to 7 years			11:30 AM 03:45 PM			
JWT Gymnastics Kids 6 years to 8 years			05:00 PM			

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Our Programs

Tumbles Tykes: Kids ages four months to three years who are ready to have a blast learning important developmental and social skills

Our Tumbles Tykes program is uniquely designed to provide a one-of-a-kind experience for both parents and children. Parental encouragement and participation are an integral part of this program.

Each level is specifically designed to engage and challenge your child based on his or her age and developmental milestones. Through a variety of music, games, skills, and parent interaction, our Tumble Tykes develop important skills like coordination, fine and gross motor skills, and social skills.

Tumbles Tykes Courses



Tumbles Squeakers (4 - 10 months)

I love coming to JW Tumbles kids gym! Not only do we get to sing songs, swing swings and explore, but both me and my Mom make new friends!

Tumbles Wobblers (11 months - 18 months)

Circle time, song time, and game time are really fun, but my favorite at JWT Kids Gyms is to crawl through tunnels, hang on bars, and swing on swings. It's fun having my Mom or Dad watch me.



Tumbles Wigglers (19 months - 2.5 years)

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The rings, the hanging log forest, and the magic carpet ride are my favorite, but learning how to listen to the teacher and follow directions is pretty cool too. I love that my Mom and Dad participate with me.

Tumbles Twos (2.5 years - 3 years)

It's so great that JW Tumblers has a class just for us! Our Moms and Dads still play with us, but we have times in the class where we have to listen, wait our turns, and follow directions. We don't mind doing that stuff because we love to learn how to cross a balance beam, try the uneven bars, hang from trapezes, and play fun games!



[Locate a JW Tumblers gym near you](#)

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How the Autism Community Shares Knowledge, Information, and Assistance

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[<< Back to search](#)**Name:** Katie Sorensen**Organization:** JW Tumbles**Categories:** -Recreation**Address:** 43150 Broadlands Center Drive**City:** Ashburn**State:** VA**Zip:** 20148**Phone:** 701) 786-3687**Fax:****E-mail:** ashburn@jwttumbles.com**URL:** www.jwttumbles.com

Background: My name is Katie and I am happy to announce an opening of the children's gym, JW Tumbles, in Ashburn, Virginia. We are looking to invite ALL children to expand their minds and body in a noncompetitive atmosphere. As head teacher, I would like to cater to the needs of our community and offer a class for our children with special needs and/or invite all our children to mainstream into our program. I will be happy to accommodate to each individual. My degree is in child psychology and applied behavior analysis. I have spent the last year and a half in the D.C. metropolitan area providing one-on-one therapy to those with Autism and have been working with the special needs population for 8 years. I am continuing to do therapy along with teaching the classes at JW Tumbles. I invite you all to come and check out our location. You are encouraged to call or e-mail me with any questions, suggestions, or comments. Our grand opening is Saturday, Sept. 16th from 9-3. Please stop by for demonstrations, free food, free Tumbles balloons, free t-shirts, and lots of other cool prizes. Elmo & Clifford will be joining us between 10:30-12:30 FYI...as part of our grand opening fun, I'll be giving away free lifetime

memberships to the first 50 families to enroll in our fall session.

Many families have been signing up via mail or setting up times to meet me at the gym to enroll. Please let me know if you'd like to set up a time to meet or enroll via mail.:) Hope to see you soon,
Katie Sorensen JW Tumbles www.jwtumbles.com
ashburn@jwtumbles.com Katie directly at ksoren42@yahoo.com
43150 Broadlands Center Drive, Suite 184 Ashburn, VA 20148
701) 786-3687 Again, let me know if you are interested in J W Tumbles. I'll look forward to meeting you soon

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